

PRECEDENTIAL

UNITED STATES COURT OF APPEALS
FOR THE THIRD CIRCUIT

No. 06-2915

IN RE: TELEGLOBE COMMUNICATIONS CORPORATION, et al,
Debtor

TELEGLOBE USA INC.; OPTEL COMMUNICATIONS INC.;
TELEGLOBE HOLDINGS (U.S.) CORPORATION;
TELEGLOBE MARINE (U.S.) INC.; TELEGLOBE HOLDING CORP.;
TELEGLOBE TELECOM CORPORATION; TELEGLOBE INVESTMENT CORP.;
TELEGLOBE SUBMARINE, Teleglobe Submarine Inc.;
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF TELEGLOBE
COMMUNICATIONS CORPORATION; TELEGLOBE COMMUNICATIONS
CORPORATION; TELEGLOBE LUXEMBOURG, LLC;
TELEGLOBE PUERTO RICO INC.

v.

BCE INC.; MICHAEL T. BOYCHUK; MARC A. BOUCHARD;
SERGE FORTIN; TERENCE J. JARMAN; STEWART VERGE;
JEAN C. MONTY; RICHARD J. CURRIE; THOMAS KIERANS;
STEPHEN P. SKINNER; H. ARNOLD STEINBERG,

Appellants

VARTEC TELECOM, INC.,
Defendants/Intervenor in District Court

Appeal from the United States District Court
for the District of Delaware
(D.C. Civil Action No. 04-cv-01266)
Chief District Judge: Honorable Sue L. Robinson

Argued January 8, 2007

Before: McKEE, AMBRO and FISHER, Circuit Judges

(Opinion filed July 17, 2007)

Pauline K. Morgan, Esquire
John T. Dorsey, Esquire
Margaret B. Whiteman, Esquire
Young, Conaway, Stargatt & Taylor
1000 West Street, P.O. Box 391
17th Floor, Brandywine Building
Wilmington, DE 19899-0391

Stuart J. Baskin, Esquire
Jaculin Aaron, Esquire
Shearman & Sterling
599 Lexington Avenue
New York, NY 10022

Stephen J. Marzen, Esquire (Argued)
Shearman & Sterling
801 Pennsylvania Avenue, N.W., Suite 900
Washington, D.C. 20004

Counsel for Appellants

Gregory V. Varallo, Esquire
C. Malcom Cochran, IV, Esquire (Argued)
Chad M. Shandler, Esquire
Richards, Layton & Finger
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Philip A. Lacovara, Esquire
Andrew Tauber, Esquire
Mayer, Brown, Rowe & Maw
1909 K Street, N.W.
Washington, D.C. 20006

Counsel for Appellees

Mark I. Levy, Esquire
Kilpatrick Stockton
607 14th Street, N.W., Suite 900
Washington, D.C. 20005

Susan Hackett, Esquire
Senior Vice President and General Counsel
Association of Corporate Counsel
1025 Connecticut Avenue, N.W., Suite 200
Washington, D.C. 20036

David C. Frederick, Esquire
Robert A. Klinck, Esquire
Kellogg, Huber, Hansen, Todd, Evans & Figel
1615 M Street, N.W., Suite 400
Washington, D.C. 20036

Counsel for Amici-Appellants

ORDER AMENDING PRECEDENTIAL OPINION

AMBRO, *Circuit Judge*

It is now ordered that the published Opinion in the above case filed July 17, 2007, be amended as follows:

On page 7, in footnote 1, insert “The” before “Righteous Brothers”; add apostrophes to the words “Lovin’ ” and “Feelin’ ”; and include the word “Records” in the parenthetical after “Phillies” so that the footnote reads as follows:

The Righteous Brothers, *You’ve Lost That Lovin’ Feelin’, on* YOU’VE LOST THAT LOVIN’ FEELIN’ (Phillies Records 1965).

On page 19, in the fifteenth line, replace the comma between “law” and “and” with a semicolon, so that the line reads as follows:

as a matter of law; and (3) even the documents that fell outside

On page 21, in the twenty-first line, delete the alteration “[s]” in the quote, so that the full quote reads as follows:

“Delaware courts look to the Restatement (Second) of Conflict of Laws for guidance in choice of law disputes.”

On page 22, in the thirteenth line, the word “Conflicts” in the source name should be “Conflict,” so that the full citation reads as follows:

RESTATEMENT (SECOND) OF CONFLICT OF LAWS § 139 (1971).

On page 23, in the ninth line, the word “Conflicts” in the source name should be “Conflict,” so that the full citation reads as follows:

RESTATEMENT (SECOND) OF CONFLICT OF LAWS § 139 cmts. c & d.

On page 36, in the twelfth line, the period should be a comma, so that the full line reads as follows:

proper “community of interest,” whether the context be criminal

On page 37, in the fifth line, a section symbol should be inserted, so that the first citation reads as follows: RICE § 4:35

On page 43, in the twentieth line, insert a comma and periods in the abbreviation “L.L.P.” so that the citation reads as follows:

Trenwick Am. Litig. Trust v. Ernst & Young, L.L.P., 906 A.2d 168, 192 (Del. Ch. 2006).

On page 45, in the thirteenth line, insert a second closing parenthesis before the period, so that the twelfth and thirteenth lines read as follows:

(emphasis in original) (internal citations and quotation marks omitted)).

On page 49, in the third line, a section symbol should be inserted, so that the second citation reads as follows: RICE § 4:33.

On page 50, in the third line, insert “and” between “Securities” and “Exchange.”

On page 56, in the first line, “*Comm’n*” should be changed to “*Commission*.”

On page 67, in the first line of footnote 33, “Fifth” should be changed to “Federal,” so that the full line reads as follows:

As the Court of Appeals for the Federal Circuit has noted,

On page 69, in the sixteenth line, “app. A01110” should be changed to “App. at A01110”

On page 69, in the nineteenth and twentieth lines, delete the closing parenthesis after “interest.” and insert a second closing parenthesis after “added” so that the two lines read as follows:

(*or* its subsidiaries) shared a common legal interest.” (emphases added)). To the extent that BCE admitted that it was obligated

On page 72, in the seventh line, replace “an” with “a.”

On page 88, in the third line, delete “an.”

On page 91, in the fourth line, the word “Conflicts” in the source name should be “Conflict,” so that the full citation reads as follows:

RESTATEMENT (SECOND) OF CONFLICT OF LAWS § 306.

By the Court,

/s/ Thomas L. Ambro, Circuit Judge

Dated: October 12, 2007



Marcia M. Waldron

Marcia M. Waldron, Clerk